

# CHAPMAN AND CUTLER

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1877-1943  
Henry E. Cutler  
1879-1959

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17602-A  
RECORDATION NO. FILED 145

17602-B  
RECORDATION NO. FILED 145

NOV 25 1991 11 22 PM

NOV 25 1991 11 22 PM

INTERSTATE COMMERCE COMMISSION

November 25, 1991

INTERSTATE COMMERCE COMMISSION

Office of the Secretary  
Recordations Units, Room 2303  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

1-329A031

#64

17602-C  
RECORDATION NO. FILED 145

New Number

NOV 25 1991 11 22 PM

17602  
RECORDATION NO. FILED 145

NOV 25 1991 11 22 PM

INTERSTATE COMMERCE COMMISSION

Attention: Ms. Mildred Lee INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed are two original copies of each of the documents described below, to be recorded pursuant to 49 U.S.C. §11303.

The first document, Railcar Lease, dated as of November 1, 1991, is a primary document. The names and addresses of the parties to such document are as follows:

The Connecticut National Bank  
777 Main Street  
Hartford, Connecticut 06115

New Number

Indiana Michigan Power Company  
c/o American Electric Power Service Corporation  
1 Riverside Plaza  
Columbus, Ohio 43215

The second document, Security Agreement-Trust Deed, dated as of November 1, 1991, is a primary document. The names and addresses of the parties to such document are as follows:

The Connecticut National Bank  
777 Main Street  
Hartford, Connecticut 06115

- A

Wilmington Trust Company  
Rodney Square North  
Wilmington, Delaware 19890

CHAPMAN AND CUTLER

The third document, Lease Supplement No. 1, dated November 25, 1991, is a secondary document. The names and addresses of the parties to such document are as follows:

The Connecticut National Bank  
777 Main Street  
Hartford, Connecticut 06115

- B

Indiana Michigan Power Company  
c/o American Electric Power Service Corporation  
1 Riverside Plaza  
Columbus, Ohio 43215

The fourth document, Security Agreement Supplement No. 1, dated November 25, 1991, is a secondary document. The names and addresses of the parties to such document are as follows:

The Connecticut National Bank  
777 Main Street  
Hartford, Connecticut 06115

- C

Wilmington Trust Company  
Rodney Square North  
Wilmington, Delaware 19890

A general description of the equipment covered by each of these documents and intended for use related to interstate commerce is set forth in Schedule 1 attached to this letter and made a part hereof.

A short summary of the documents to appear in the index follows:

Railcar Lease, dated as of November 1, 1991, between The Connecticut National Bank, not in its individual capacity but solely as Owner Trustee under the Trust Agreement dated as of November 1, 1991 with Security Pacific Equipment Leasing, Inc., a Delaware corporation, as Lessor and Indiana Michigan Power Company, an Indiana corporation, as Lessee.

Security Agreement-Trust Deed, dated as of November 1, 1991, from The Connecticut National Bank, not in its individual capacity but solely as Owner Trustee under Indiana Michigan Power Trust No. 91-5, as Debtor, to Wilmington Trust Company, not in its

CHAPMAN AND CUTLER

individual capacity, except as specifically set forth therein, but solely as Security Trustee, as Security Trustee.

Lease Supplement No. 1 dated November 25, 1991, between The Connecticut National Bank, not in its individual capacity but solely as Owner Trustee under the Trust Agreement dated as of November 1, 1991 with Security Pacific Equipment Leasing, Inc., a Delaware corporation, as Lessor and Indiana Michigan Power Company, an Indiana corporation, as Lessee.

Security Agreement Supplement No. 1, dated November 25, 1991, from The Connecticut National Bank, not its individual capacity but solely as Owner Trustee under Indiana Michigan Power Trust No. 91-5, as Debtor, to Wilmington Trust Company, not in its individual capacity, except as specifically set forth therein, but solely as Security Trustee, as Security Trustee.

<sup>264</sup>  
A filing fee of ~~\$60.00~~ is enclosed. Please return an original of each of the enclosed documents to the undersigned.

Very truly yours,

CHAPMAN AND CUTLER

By:  
John A. Harris

JAH/brg  
enclosure

NOV 25 1991 -1 22 PM

-B

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 1

THIS LEASE SUPPLEMENT NO. 1 dated as of November 25, 1991 between THE CONNECTICUT NATIONAL BANK, not individually but solely as Owner Trustee under Indiana Michigan Power Trust No. 91-5 ("Lessor"), and INDIANA MICHIGAN POWER COMPANY, an Indiana corporation ("Lessee"),

WITNESSETH:

1. Lessor and Lessee have heretofore entered into a Railcar Lease dated as of November 1, 1991 (the "Lease") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein.

2. Lessee hereby acknowledges and confirms that on or prior to the date hereof, the Equipment described in Schedule 1 attached hereto has been delivered and assembled. Lessee represents that the Equipment is free and clear of all liens and encumbrances.

3. Lessee hereby certifies that the date of acceptance of the Equipment and commencement of the Lease Term with respect thereto is November 25, 1991.

4. Lessee hereby certifies that such Purchase Price for the Equipment as of the date hereof is \$11,124,560.

5. Interim Rent for the Equipment is payable in the amount set forth in Section 6(a) of the Lease on December 30, 1991. Fixed Rent, Stipulated Loss Values and Termination Values for the Equipment is payable in the amounts and on the Rent Payment Dates set forth in Schedule 2 attached hereto.

Counterpart No. 3 of 24.

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,  
all as of the day and year first above written.

INDIANA MICHIGAN POWER COMPANY,  
an Indiana corporation

By   
Its Vice President

THE CONNECTICUT NATIONAL BANK,  
not individually but solely as Owner  
Trustee under Indiana Michigan Power  
Trust No. 91-5

By \_\_\_\_\_  
Its

STATE OF OHIO )  
 ) SS.:  
COUNTY OF FRANKLIN )

On this, the 25<sup>th</sup> day of November, 1991, before me, a Notary Public in and for said County and State, personally appeared G. P. MALONEY, Vice President of INDIANA MICHIGAN POWER COMPANY, who acknowledged himself to be a duly authorized officer of INDIANA MICHIGAN POWER COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary M. Soltesz  
Name: MARY M. SOLTESZ  
Notary Public  
My Commission Expires: 7-13-94  
Residing in Columbus, OH

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of \_\_\_\_\_, 1991, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, the \_\_\_\_\_ of THE CONNECTICUT NATIONAL BANK, who acknowledged himself to be a duly authorized officer of THE CONNECTICUT NATIONAL BANK, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

Receipt of this original counterpart of the foregoing Lease Supplement is hereby acknowledged this \_\_\_\_\_ day of \_\_\_\_\_, 1991.

WILMINGTON TRUST COMPANY, Security  
Trustee

By \_\_\_\_\_  
Its

# DESCRIPTION OF EQUIPMENT

241 - 110-ton gondola coalporter rail cars as more specifically described below:

## Car Numbers

AEPX 3864	AEPX 3905	AEPX 3948	AEPX 3989	AEPX 4030
AEPX 3865	AEPX 3906	AEPX 3949	AEPX 3990	AEPX 4031
AEPX 3866	AEPX 3907	AEPX 3950	AEPX 3991	AEPX 4032
AEPX 3867	AEPX 3908	AEPX 3951	AEPX 3992	AEPX 4033
AEPX 3868	AEPX 3909	AEPX 3952	AEPX 3993	AEPX 4034
AEPX 3869	AEPX 3910	AEPX 3953	AEPX 3994	AEPX 4035
AEPX 3870	AEPX 3911	AEPX 3954	AEPX 3995	AEPX 4036
AEPX 3871	AEPX 3912	AEPX 3955	AEPX 3996	AEPX 4037
AEPX 3872	AEPX 3913	AEPX 3956	AEPX 3997	AEPX 4038
AEPX 3873	AEPX 3914	AEPX 3957	AEPX 3998	AEPX 4039
AEPX 3874	AEPX 3915	AEPX 3958	AEPX 3999	AEPX 4040
AEPX 3875	AEPX 3916	AEPX 3959	AEPX 4000	AEPX 4041
AEPX 3876	AEPX 3917	AEPX 3960	AEPX 4001	AEPX 4042
AEPX 3877	AEPX 3918	AEPX 3961	AEPX 4002	AEPX 4043
AEPX 3878	AEPX 3919	AEPX 3962	AEPX 4003	AEPX 4044
AEPX 3879	AEPX 3920	AEPX 3963	AEPX 4004	AEPX 4045
AEPX 3880	AEPX 3921	AEPX 3964	AEPX 4005	AEPX 4046
AEPX 3881	AEPX 3922	AEPX 3965	AEPX 4006	AEPX 4047
AEPX 3882	AEPX 3923	AEPX 3966	AEPX 4007	AEPX 4048
AEPX 3883	AEPX 3924	AEPX 3967	AEPX 4008	AEPX 4049
AEPX 3884	AEPX 3925	AEPX 3968	AEPX 4009	AEPX 4050
AEPX 3885	AEPX 3926	AEPX 3969	AEPX 4010	AEPX 4051
AEPX 3886	AEPX 3927	AEPX 3970	AEPX 4011	AEPX 4052
AEPX 3887	AEPX 3928	AEPX 3971	AEPX 4012	AEPX 4053
AEPX 3888	AEPX 3929	AEPX 3972	AEPX 4013	AEPX 4054
AEPX 3889	AEPX 3930	AEPX 3973	AEPX 4014	AEPX 4055
AEPX 3890	AEPX 3931	AEPX 3974	AEPX 4015	AEPX 4056
AEPX 3891	AEPX 3933	AEPX 3975	AEPX 4016	AEPX 4057
AEPX 3892	AEPX 3934	AEPX 3976	AEPX 4017	AEPX 4058
AEPX 3893	AEPX 3935	AEPX 3977	AEPX 4018	AEPX 4059
AEPX 3894	AEPX 3936	AEPX 3978	AEPX 4019	AEPX 4060
AEPX 3895	AEPX 3938	AEPX 3979	AEPX 4020	AEPX 4061
AEPX 3896	AEPX 3939	AEPX 3980	AEPX 4021	AEPX 4062
AEPX 3897	AEPX 3940	AEPX 3981	AEPX 4022	AEPX 4063
AEPX 3898	AEPX 3941	AEPX 3982	AEPX 4023	AEPX 4064
AEPX 3899	AEPX 3942	AEPX 3983	AEPX 4024	AEPX 4069
AEPX 3900	AEPX 3943	AEPX 3984	AEPX 4025	AEPX 4070
AEPX 3901	AEPX 3944	AEPX 3985	AEPX 4026	AEPX 4071
AEPX 3902	AEPX 3945	AEPX 3986	AEPX 4027	AEPX 4072
AEPX 3903	AEPX 3946	AEPX 3987	AEPX 4028	AEPX 4073
AEPX 3904	AEPX 3947	AEPX 3988	AEPX 4029	AEPX 4074

SCHEDULE 1  
(to Lease Supplement No. 1)



Car Numbers

AEPX 4075				
AEPX 4076				
AEPX 4077				
AEPX 4078				
AEPX 4079				
AEPX 4080				
AEPX 4081				
AEPX 4082				
AEPX 4083				
AEPX 4084				
AEPX 4085				
AEPX 4086				
AEPX 4087				
AEPX 4090				
AEPX 4091				
AEPX 4092				
AEPX 4093				
AEPX 4094				
AEPX 4095				
AEPX 4097				
AEPX 4098				
AEPX 4099				
AEPX 4100				
AEPX 4102				
AEPX 4103				
AEPX 4104				
AEPX 4105				
AEPX 4109				
AEPX 4111				
AEPX 4112				
AEPX 4114				
AEPX 4117				
AEPX 4118				
AEPX 4119				
AEPX 4120				
AEPX 4121				

**SCHEDULE OF FIXED RENT, STIPULATED LOSS VALUE  
AND TERMINATION VALUE RATE FACTORS**

RENT PAYMENT DATE	RENT INSTALLMENT FOR THE ITEM OF EQUIPMENT EQUAL TO PURCHASE PRICE OF THE EQUIPMENT TIMES THE FOLLOWING FIXED RENT FACTOR
12/30/1991	0.00000000
3/30/1992	2.16610443
6/30/1992	2.16610443
9/30/1992	2.16610443
12/30/1992	2.16610443
3/30/1993	2.16610443
6/30/1993	2.16610443
9/30/1993	2.16610443
12/30/1993	2.16610443
3/30/1994	2.16610443
6/30/1994	2.16610443
9/30/1994	2.16610443
12/30/1994	2.16610443
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9/30/2000	2.16610443
12/30/2000	2.16610443
3/30/2001	2.16610443
6/30/2001	2.16610443
9/30/2001	2.16610443
12/30/2001	2.16610443
3/30/2002	2.16610443
6/30/2002	2.16610443

SCHEDULE 2  
(to Lease Supplement No. 1)

RENT INSTALLMENT  
FOR THE ITEM OF EQUIPMENT EQUAL TO  
PURCHASE PRICE OF THE  
EQUIPMENT TIMES THE FOLLOWING  
FIXED RENT FACTOR

RENT  
PAYMENT DATE

9/30/2002	2.16610443
12/30/2002	2.16610443
3/30/2003	2.16610443
6/30/2003	2.16610443
9/30/2003	2.16610443
12/30/2003	2.16610443
3/30/2004	2.16610443
6/30/2004	2.16610443
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12/30/2006	2.16610443
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6/30/2007	2.16610443
9/30/2007	2.16610443
12/30/2007	2.16610443
3/30/2008	2.16610443
6/30/2008	2.16610443
9/30/2008	2.16610443
12/30/2008	2.16610443
3/30/2009	2.16610443
6/30/2009	2.16610443
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12/30/2009	2.16610443
3/30/2010	2.16610443
6/30/2010	2.16610443
9/30/2010	2.16610443
12/30/2010	2.16610443
3/30/2011	2.16610443
6/30/2011	2.16610443
9/30/2011	2.16610443
12/30/2011	2.16610443

## STIPULATED LOSS VALUE AND TERMINATION VALUE

RENT PAYMENT DATE	STIPULATED LOSS VALUE OR TERMINATION VALUE, AS A PERCENT OF THE PURCHASE PRICE OF THE ITEM OF EQUIPMENT (IN ADDITION TO FIXED RENT INSTALLMENT FOR SUCH ITEM OF EQUIPMENT DUE ON SUCH DATE)
30 MAR 1992	101.47969402
30 JUN 1992	101.79915589
30 SEP 1992	102.03193200
30 DEC 1992	102.17577929
30 MAR 1993	102.22839564
30 JUN 1993	102.21778303
30 SEP 1993	102.14249513
30 DEC 1993	102.00095278
30 MAR 1994	101.79153758
30 JUN 1994	101.53347147
30 SEP 1994	101.22572757
30 DEC 1994	100.86718935
30 MAR 1995	100.45671508
30 JUN 1995	100.00813227
30 SEP 1995	99.52073036
30 DEC 1995	98.99373781
30 MAR 1996	98.42636855
30 JUN 1996	97.81819886
30 SEP 1996	97.16842502
30 DEC 1996	96.49010745
30 MAR 1997	95.78454497
30 JUN 1997	95.05140056
30 SEP 1997	94.29031660
30 DEC 1997	93.50093081
30 MAR 1998	92.68287620
30 JUN 1998	91.84378394
30 SEP 1998	90.98339190
30 DEC 1998	90.10142310
30 MAR 1999	89.19759693
30 JUN 1999	88.27968012
30 SEP 1999	87.34749986
30 DEC 1999	86.40086953
30 MAR 2000	85.43960009
30 JUN 2000	84.46345572
30 SEP 2000	83.47224170
30 DEC 2000	82.46576079
30 MAR 2001	81.44381312
30 JUN 2001	80.40614792
30 SEP 2001	79.35255930
30 DEC 2001	78.28283874
30 MAR 2002	77.19677495
30 JUN 2002	76.09410113
30 SEP 2002	74.97459959
30 DEC 2002	73.83804985
30 MAR 2003	72.68422849
30 JUN 2003	71.51047733
30 SEP 2003	70.31915719

STIPULATED LOSS VALUE OR  
TERMINATION VALUE, AS A  
PERCENT OF THE PURCHASE PRICE  
OF THE ITEM OF EQUIPMENT  
(IN ADDITION TO FIXED RENT  
INSTALLMENT FOR SUCH ITEM OF  
EQUIPMENT DUE ON SUCH DATE)

RENT  
PAYMENT DATE

30 DEC 2003	69.11004419
30 MAR 2004	67.88291163
30 JUN 2004	66.63786190
30 SEP 2004	65.37482651
30 DEC 2004	64.10816046
30 MAR 2005	62.81642286
30 JUN 2005	61.51061886
30 SEP 2005	60.18674719
30 DEC 2005	58.84605943
30 MAR 2006	57.49378782
30 JUN 2006	56.14544545
30 SEP 2006	54.79466093
30 DEC 2006	53.44221930
30 MAR 2007	52.08894737
30 JUN 2007	50.73558460
30 SEP 2007	49.38304201
30 DEC 2007	48.03227775
30 MAR 2008	46.68429846
30 JUN 2008	45.33997683
30 SEP 2008	44.00041625
30 DEC 2008	42.66677482
30 MAR 2009	41.34026684
30 JUN 2009	40.02196377
30 SEP 2009	38.71319229
30 DEC 2009	37.41534239
30 MAR 2010	36.12986907
30 JUN 2010	34.85807511
30 SEP 2010	33.60154583
30 DEC 2010	32.36193959
30 MAR 2011	31.14098979
30 JUN 2011	29.90476961
30 SEP 2011	28.61134007
30 DEC 2011	27.00000000

## LEASE SUPPLEMENT NO. 1

THIS LEASE SUPPLEMENT NO. 1 dated as of November 25, 1991 between THE CONNECTICUT NATIONAL BANK, not individually but solely as Owner Trustee under Indiana Michigan Power Trust No. 91-5 ("*Lessor*"), and INDIANA MICHIGAN POWER COMPANY, an Indiana corporation ("*Lessee*"),

### WITNESSETH:

1. Lessor and Lessee have heretofore entered into a Railcar Lease dated as of November 1, 1991 (the "*Lease*") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein.

2. Lessee hereby acknowledges and confirms that on or prior to the date hereof, the Equipment described in Schedule 1 attached hereto has been delivered and assembled. Lessee represents that the Equipment is free and clear of all liens and encumbrances.

3. Lessee hereby certifies that the date of acceptance of the Equipment and commencement of the Lease Term with respect thereto is November 25, 1991.

4. Lessee hereby certifies that such Purchase Price for the Equipment as of the date hereof is \$11,124,560.

5. Interim Rent for the Equipment is payable in the amount set forth in Section 6(a) of the Lease on December 30, 1991. Fixed Rent, Stipulated Loss Values and Termination Values for the Equipment is payable in the amounts and on the Rent Payment Dates set forth in Schedule 2 attached hereto.

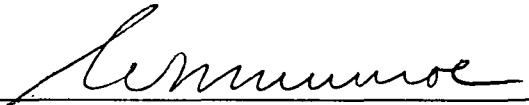
Counterpart No. 4 of 24.

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,  
all as of the day and year first above written.

INDIANA MICHIGAN POWER COMPANY,  
an Indiana corporation

By \_\_\_\_\_  
Its

THE CONNECTICUT NATIONAL BANK,  
not individually but solely as Owner  
Trustee under Indiana Michigan Power  
Trust No. 91-5

By  \_\_\_\_\_  
Its **Trust Officer**

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of \_\_\_\_\_, 1991, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, the \_\_\_\_\_ of INDIANA MICHIGAN POWER COMPANY, who acknowledged himself to be a duly authorized officer of INDIANA MICHIGAN POWER COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF CONNECTICUT )  
 ) SS.: Hartford  
COUNTY OF Hartford )

On this, the 25<sup>th</sup> day of November, 1991, before me, a Notary Public in and for said County and State, personally appeared W. R. MUNROE, the ~~Trust Officer~~ of THE CONNECTICUT NATIONAL BANK, who acknowledged himself to be a duly authorized officer of THE CONNECTICUT NATIONAL BANK, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Barbara D. Hager  
Name:  
Notary Public  
My Commission Expires:  
Residing in Hastonbury CT

**BARBARA G. HAGER**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES MAR. 31, 1996



Receipt of this original counterpart of the foregoing Lease Supplement is hereby acknowledged this \_\_\_\_\_ day of \_\_\_\_\_, 1991.

WILMINGTON TRUST COMPANY, Security  
Trustee

By \_\_\_\_\_  
Its

# DESCRIPTION OF EQUIPMENT

241 - 110-ton gondola coalporter rail cars as more specifically described below:

## Car Numbers

AEPX 3864	AEPX 3905	AEPX 3948	AEPX 3989	AEPX 4030
AEPX 3865	AEPX 3906	AEPX 3949	AEPX 3990	AEPX 4031
AEPX 3866	AEPX 3907	AEPX 3950	AEPX 3991	AEPX 4032
AEPX 3867	AEPX 3908	AEPX 3951	AEPX 3992	AEPX 4033
AEPX 3868	AEPX 3909	AEPX 3952	AEPX 3993	AEPX 4034
AEPX 3869	AEPX 3910	AEPX 3953	AEPX 3994	AEPX 4035
AEPX 3870	AEPX 3911	AEPX 3954	AEPX 3995	AEPX 4036
AEPX 3871	AEPX 3912	AEPX 3955	AEPX 3996	AEPX 4037
AEPX 3872	AEPX 3913	AEPX 3956	AEPX 3997	AEPX 4038
AEPX 3873	AEPX 3914	AEPX 3957	AEPX 3998	AEPX 4039
AEPX 3874	AEPX 3915	AEPX 3958	AEPX 3999	AEPX 4040
AEPX 3875	AEPX 3916	AEPX 3959	AEPX 4000	AEPX 4041
AEPX 3876	AEPX 3917	AEPX 3960	AEPX 4001	AEPX 4042
AEPX 3877	AEPX 3918	AEPX 3961	AEPX 4002	AEPX 4043
AEPX 3878	AEPX 3919	AEPX 3962	AEPX 4003	AEPX 4044
AEPX 3879	AEPX 3920	AEPX 3963	AEPX 4004	AEPX 4045
AEPX 3880	AEPX 3921	AEPX 3964	AEPX 4005	AEPX 4046
AEPX 3881	AEPX 3922	AEPX 3965	AEPX 4006	AEPX 4047
AEPX 3882	AEPX 3923	AEPX 3966	AEPX 4007	AEPX 4048
AEPX 3883	AEPX 3924	AEPX 3967	AEPX 4008	AEPX 4049
AEPX 3884	AEPX 3925	AEPX 3968	AEPX 4009	AEPX 4050
AEPX 3885	AEPX 3926	AEPX 3969	AEPX 4010	AEPX 4051
AEPX 3886	AEPX 3927	AEPX 3970	AEPX 4011	AEPX 4052
AEPX 3887	AEPX 3928	AEPX 3971	AEPX 4012	AEPX 4053
AEPX 3888	AEPX 3929	AEPX 3972	AEPX 4013	AEPX 4054
AEPX 3889	AEPX 3930	AEPX 3973	AEPX 4014	AEPX 4055
AEPX 3890	AEPX 3931	AEPX 3974	AEPX 4015	AEPX 4056
AEPX 3891	AEPX 3933	AEPX 3975	AEPX 4016	AEPX 4057
AEPX 3892	AEPX 3934	AEPX 3976	AEPX 4017	AEPX 4058
AEPX 3893	AEPX 3935	AEPX 3977	AEPX 4018	AEPX 4059
AEPX 3894	AEPX 3936	AEPX 3978	AEPX 4019	AEPX 4060
AEPX 3895	AEPX 3938	AEPX 3979	AEPX 4020	AEPX 4061
AEPX 3896	AEPX 3939	AEPX 3980	AEPX 4021	AEPX 4062
AEPX 3897	AEPX 3940	AEPX 3981	AEPX 4022	AEPX 4063
AEPX 3898	AEPX 3941	AEPX 3982	AEPX 4023	AEPX 4064
AEPX 3899	AEPX 3942	AEPX 3983	AEPX 4024	AEPX 4069
AEPX 3900	AEPX 3943	AEPX 3984	AEPX 4025	AEPX 4070
AEPX 3901	AEPX 3944	AEPX 3985	AEPX 4026	AEPX 4071
AEPX 3902	AEPX 3945	AEPX 3986	AEPX 4027	AEPX 4072
AEPX 3903	AEPX 3946	AEPX 3987	AEPX 4028	AEPX 4073
AEPX 3904	AEPX 3947	AEPX 3988	AEPX 4029	AEPX 4074

SCHEDULE 1  
(to Lease Supplement No. 1)

Car Numbers

AEPX 4075				
AEPX 4076				
AEPX 4077				
AEPX 4078				
AEPX 4079				
AEPX 4080				
AEPX 4081				
AEPX 4082				
AEPX 4083				
AEPX 4084				
AEPX 4085				
AEPX 4086				
AEPX 4087				
AEPX 4090				
AEPX 4091				
AEPX 4092				
AEPX 4093				
AEPX 4094				
AEPX 4095				
AEPX 4097				
AEPX 4098				
AEPX 4099				
AEPX 4100				
AEPX 4102				
AEPX 4103				
AEPX 4104				
AEPX 4105				
AEPX 4109				
AEPX 4111				
AEPX 4112				
AEPX 4114				
AEPX 4117				
AEPX 4118				
AEPX 4119				
AEPX 4120				
AEPX 4121				

**SCHEDULE OF FIXED RENT, STIPULATED LOSS VALUE  
AND TERMINATION VALUE RATE FACTORS**

RENT PAYMENT DATE	RENT INSTALLMENT FOR THE ITEM OF EQUIPMENT EQUAL TO PURCHASE PRICE OF THE EQUIPMENT TIMES THE FOLLOWING FIXED RENT FACTOR
12/30/1991	0.00000000
3/30/1992	2.16610443
6/30/1992	2.16610443
9/30/1992	2.16610443
12/30/1992	2.16610443
3/30/1993	2.16610443
6/30/1993	2.16610443
9/30/1993	2.16610443
12/30/1993	2.16610443
3/30/1994	2.16610443
6/30/1994	2.16610443
9/30/1994	2.16610443
12/30/1994	2.16610443
3/30/1995	2.16610443
6/30/1995	2.16610443
9/30/1995	2.16610443
12/30/1995	2.16610443
3/30/1996	2.16610443
6/30/1996	2.16610443
9/30/1996	2.16610443
12/30/1996	2.16610443
3/30/1997	2.16610443
6/30/1997	2.16610443
9/30/1997	2.16610443
12/30/1997	2.16610443
3/30/1998	2.16610443
6/30/1998	2.16610443
9/30/1998	2.16610443
12/30/1998	2.16610443
3/30/1999	2.16610443
6/30/1999	2.16610443
9/30/1999	2.16610443
12/30/1999	2.16610443
3/30/2000	2.16610443
6/30/2000	2.16610443
9/30/2000	2.16610443
12/30/2000	2.16610443
3/30/2001	2.16610443
6/30/2001	2.16610443
9/30/2001	2.16610443
12/30/2001	2.16610443
3/30/2002	2.16610443
6/30/2002	2.16610443

SCHEDULE 2  
(to Lease Supplement No. 1)

RENT INSTALLMENT  
FOR THE ITEM OF EQUIPMENT EQUAL TO  
PURCHASE PRICE OF THE  
EQUIPMENT TIMES THE FOLLOWING  
FIXED RENT FACTOR

RENT  
PAYMENT DATE

9/30/2002	2.16610443
12/30/2002	2.16610443
3/30/2003	2.16610443
6/30/2003	2.16610443
9/30/2003	2.16610443
12/30/2003	2.16610443
3/30/2004	2.16610443
6/30/2004	2.16610443
9/30/2004	2.16610443
12/30/2004	2.16610443
3/30/2005	2.16610443
6/30/2005	2.16610443
9/30/2005	2.16610443
12/30/2005	2.16610443
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6/30/2009	2.16610443
9/30/2009	2.16610443
12/30/2009	2.16610443
3/30/2010	2.16610443
6/30/2010	2.16610443
9/30/2010	2.16610443
12/30/2010	2.16610443
3/30/2011	2.16610443
6/30/2011	2.16610443
9/30/2011	2.16610443
12/30/2011	2.16610443

## STIPULATED LOSS VALUE AND TERMINATION VALUE

RENT PAYMENT DATE	STIPULATED LOSS VALUE OR TERMINATION VALUE, AS A PERCENT OF THE PURCHASE PRICE OF THE ITEM OF EQUIPMENT (IN ADDITION TO FIXED RENT INSTALLMENT FOR SUCH ITEM OF EQUIPMENT DUE ON SUCH DATE)
30 MAR 1992	101.47969402
30 JUN 1992	101.79915589
30 SEP 1992	102.03193200
30 DEC 1992	102.17577929
30 MAR 1993	102.22839564
30 JUN 1993	102.21778303
30 SEP 1993	102.14249513
30 DEC 1993	102.00095278
30 MAR 1994	101.79153758
30 JUN 1994	101.53347147
30 SEP 1994	101.22572757
30 DEC 1994	100.86718935
30 MAR 1995	100.45671508
30 JUN 1995	100.00813227
30 SEP 1995	99.52073036
30 DEC 1995	98.99373781
30 MAR 1996	98.42636855
30 JUN 1996	97.81819886
30 SEP 1996	97.16842502
30 DEC 1996	96.49010745
30 MAR 1997	95.78454497
30 JUN 1997	95.05140056
30 SEP 1997	94.29031660
30 DEC 1997	93.50093081
30 MAR 1998	92.68287620
30 JUN 1998	91.84378394
30 SEP 1998	90.98339190
30 DEC 1998	90.10142310
30 MAR 1999	89.19759693
30 JUN 1999	88.27968012
30 SEP 1999	87.34749986
30 DEC 1999	86.40086953
30 MAR 2000	85.43960009
30 JUN 2000	84.46345572
30 SEP 2000	83.47224170
30 DEC 2000	82.46576079
30 MAR 2001	81.44381312
30 JUN 2001	80.40614792
30 SEP 2001	79.35255930
30 DEC 2001	78.28283874
30 MAR 2002	77.19677495
30 JUN 2002	76.09410113
30 SEP 2002	74.97459959
30 DEC 2002	73.83804985
30 MAR 2003	72.68422849
30 JUN 2003	71.51047733
30 SEP 2003	70.31915719

RENT  
PAYMENT DATE

STIPULATED LOSS VALUE OR  
TERMINATION VALUE, AS A  
PERCENT OF THE PURCHASE PRICE  
OF THE ITEM OF EQUIPMENT  
(IN ADDITION TO FIXED RENT  
INSTALLMENT FOR SUCH ITEM OF  
EQUIPMENT DUE ON SUCH DATE)

30 DEC 2003	69.11004419
30 MAR 2004	67.88291163
30 JUN 2004	66.63786190
30 SEP 2004	65.37482651
30 DEC 2004	64.10816046
30 MAR 2005	62.81642286
30 JUN 2005	61.51061886
30 SEP 2005	60.18674719
30 DEC 2005	58.84605943
30 MAR 2006	57.49378782
30 JUN 2006	56.14544545
30 SEP 2006	54.79466093
30 DEC 2006	53.44221930
30 MAR 2007	52.08894737
30 JUN 2007	50.73558460
30 SEP 2007	49.38304201
30 DEC 2007	48.03227775
30 MAR 2008	46.68429846
30 JUN 2008	45.33997683
30 SEP 2008	44.00041625
30 DEC 2008	42.66677482
30 MAR 2009	41.34026684
30 JUN 2009	40.02196377
30 SEP 2009	38.71319229
30 DEC 2009	37.41534239
30 MAR 2010	36.12986907
30 JUN 2010	34.85807511
30 SEP 2010	33.60154583
30 DEC 2010	32.36193959
30 MAR 2011	31.14098979
30 JUN 2011	29.90476961
30 SEP 2011	28.61134007
30 DEC 2011	27.00000000